

PATRICK J. FOLAN (STATE BAR #125340)
STEVEN W. BRENNAN (STATE BAR #110256)
ST. JOHN, WALLACE, BRENNAN & FOLAN LLP
21515 Hawthorne Boulevard, Suite 1120
Torrance, California 90503-6504
Telephone: (310) 792-1075
Facsimile: (310) 792-0635
E-mail: pjfolan@swbf.net

Attorneys for Plaintiff
Morgan Stanley DW Inc.

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA - OAKLAND**

STIPULATION

Plaintiff Morgan Stanley DW Inc. (“Morgan Stanley”) and defendant Rosemary Johnson (“Johnson” or “Defendant”) hereby stipulate and agree as follows:

1. The parties hereby agree to the Court's entry of the following preliminary injunction:

1 **[PROPOSED] PRELIMINARY INJUNCTION**

2 Based on the parties' Stipulation above, **IT IS HEREBY ORDERED AND DECREED**
3 **THAT:**

4 A. A preliminary injunction shall be issued immediately. Defendant is hereby enjoined
5 and restrained, directly or indirectly, whether acting alone or in concert with others, including any
6 officer, agent, representative, and/or employee of Defendant's new employer, Cochrane &
7 Associates, from:

8 1. Soliciting any business from any client or customer whom Defendant served
9 as a sales assistant during her employment with Morgan Stanley, or any other customer or
10 client of Morgan Stanley whose name became known to Defendant while in the employ of
11 Morgan Stanley;

12 2. Contacting for business purposes, whether in person, through others, by
13 telephone or in writing, any client or customer of Morgan Stanley whom Defendant served
14 as a sales assistant during her employment with Morgan Stanley or whose name became
15 known to Defendant while employed by Morgan Stanley; and

16 3. Using, disclosing, or transmitting for any purpose (including but not limited
17 to the solicitation of said clients or customers), any information contained in the records of
18 Morgan Stanley, including but not limited to the names, addresses, and financial information
19 of said clients or customers.

20 B. Within 48 hours of entry of this Order by the Court, Defendant is hereby required to
21 return to Morgan Stanley's counsel, Patrick J. Folan, all originals, copies, or other reproductions,
22 in any form whatsoever, of any document or other form of recorded Morgan Stanley information,
23 and to purge and destroy any computerized record of Morgan Stanley that is within Defendant's
24 possession, custody or control.

25 C. In view of the nature of the controversy and Morgan Stanley's financial condition,
26 a bond is deemed to be unnecessary.

27 This Order shall remain in full force and effect until April 8, 2007.
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2 DATED: February 7, 2007
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ST. JOHN, WALLACE, BRENNAN
& FOLAN LLP

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7 DATED: February 7, 2007
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STEEFEL LEVITT & WEISS

10 By: _____
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12 IT IS SO ORDERED.
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14 Dated: _____
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Claudia Wilken

Hon. Claudia Wilken
United States District Court Judge